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**Morgan, Lewis  
& Bockius LLP**  
C O U N S E L O R S   A T   L A W

Dennis N. Barnes  
202-467-7060

April 15, 1998

BY HAND DELIVERY

RECORDATION NO. 21049-A FILED

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

APR 15 '98

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: CN 1997 Statutory Trust and First Security Bank,  
National Association -- Amendment of Equipment Trust Agreement

Dear Mr. Williams:

I have enclosed nine originals of the document described below to be recorded pursuant to Section 11301 of Title 49 of the United States Code:

Amendment Memorandum of Equipment Trust Agreement dated as of  
March 26, 1998 between CN 1997 Statutory Trust and First Security Bank,  
National Association.

The Amendment Memorandum of Equipment Trust Agreement is a secondary document, dated as of March 26, 1998. The primary document to which this is connected is recorded under Recordation No. 21049.

The names and addresses of the parties to the document are as follows:

Debtor: CN 1997 Statutory Trust, a statutory trust created under the laws of Connecticut pursuant to the Trust Agreement dated as of October 15, 1997 between Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, New Jersey 07090-1099, and State Street Bank and Trust Company of Connecticut, National Association, 225 Asylum Street, Goodwin Square, Hartford, Connecticut 06103

WA03-109053

Philadelphia	Washington	New York	Los Angeles	Miami	Harrisburg	Pittsburgh	Princeton
	London	Brussels	Frankfurt	Tokyo	Singapore	Jakarta	

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Secured Party: First Security Bank, National Association, 79 South Main Street, Salt Lake City, Utah 84111

A description of the equipment covered by the document follows:

Fifty General Motors Model SD-40-3 diesel-electric locomotives, bearing the road numbers GCFX 6030 through GCFX 6079, all replacements thereof and substitutions therefor, all bills of sale and manufacturer's warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto, and all cash and non-cash proceeds therefrom, excluding, however, certain interests specified as "Excluded Interests" in said Equipment Trust Agreement.

A short summary of the Amendment Memorandum of Equipment Trust Agreement to appear in the index follows:

Amendment Memorandum of Equipment Trust Agreement dated as of March 26, 1998 between CN 1997 Statutory Trust and First Security Bank, National Association acting as security trustee under the Equipment Trust Agreement, covering fifty General Motors Model SD-40-3 diesel-electric locomotives, bearing the road numbers GCFX 6030 through GCFX 6079, all replacements thereof and substitutions therefor, all bills of sale and manufacturer's warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto, and all cash and non-cash proceeds therefrom, excluding, however, certain interests specified as "Excluded Interests" in said Equipment Trust Agreement. This Amendment shows for the public record the manufacturer's frame numbers and the original road numbers of said railroad equipment.

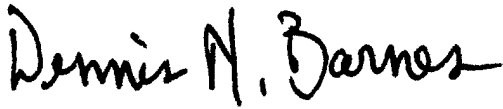
A fee of \$24.00 is enclosed. Please return one original of the document and any extra copies not needed by the Board for recordation to:

Morgan, Lewis & Bockius LLP  
1800 M Street, N.W.  
Washington, D.C. 20036  
Attn: Dennis N. Barnes, Esq.

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If you have any questions concerning the enclosed documents, please contact the undersigned at  
(202) 467-7060.

Very truly yours,

A handwritten signature in black ink that reads "Dennis N. Barnes". The signature is written in a cursive, flowing style.

Dennis N. Barnes  
Attorney for Connell Finance Company, Inc.

Enclosures  
DNB:ll

APR 15 '98

12-19 PM

AMENDMENT MEMORANDUM OF EQUIPMENT TRUST AGREEMENT dated as of March 26, 1998, between CN 1997 STATUTORY TRUST, a Connecticut statutory trust (hereinafter called the Debtor), and FIRST SECURITY BANK, NATIONAL ASSOCIATION, a national banking association, acting as security trustee under the Equipment Trust Agreement referred to below (hereinafter, in such capacity, called the Secured Party).

WHEREAS the Debtor is a statutory trust created under the laws of Connecticut pursuant to the Trust Agreement dated as of October 15, 1997, between Connell Finance Company, Inc., and State Street Bank and Trust Company of Connecticut, National Association;

WHEREAS the Debtor and the Secured Party have entered into that certain Equipment Trust Agreement dated as of October 15, 1997, pursuant to which the Debtor has granted to the Secured Party a security interest in and mortgage on all the Debtor's right, title and interest in and to 50 General Motors model SD-40-3 diesel-electric locomotives, bearing the road numbers GCFX 6030 through GCFX 6079, all replacements thereof and substitutions therefor, all bills of sale and manufacturer's warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto, and all cash and non-cash proceeds therefrom, excluding, however, certain interests specified as "Excluded Interests" in said Equipment Trust Agreement; and

WHEREAS a memorandum of said Equipment Trust Agreement has been recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on December 9, 1997, and assigned recordation number 21049.

IN WITNESS WHEREOF, the parties wish to show for the public record the manufacturer's frame numbers and the original road numbers of said railroad equipment, as set forth in Schedule A hereto, and accordingly have caused this amendment memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CN 1997 STATUTORY TRUST,  
by STATE STREET BANK AND TRUST COMPANY OF  
CONNECTICUT, NATIONAL ASSOCIATION, not in its  
individual capacity but solely as trustee,

by 

FIRST SECURITY BANK, NATIONAL ASSOCIATION,  
not in its individual capacity but solely as  
security trustee,

by 

Asst. Vice President

STATE OF CONNECTICUT )

) SS.:  
)

COUNTY OF HARTFORD )

On this 25<sup>th</sup> day of March, 1998, before me personally appeared Kathy A. Larimore, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

.....  
Notary Public

My commission expires

DAWN P. HEINTZ  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MAY 31, 2002

STATE OF UTAH )

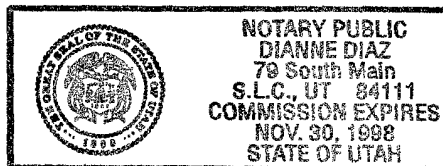
) SS.:  
)

COUNTY OF SALT LAKE )

On this 14<sup>th</sup> day of April, 1998, before me personally appeared Brett R. King, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

.....  
Notary Public

My commission expires



# SCHEDULE A

## EQUIPMENT

<u>Quantity and Description</u>	<u>Manufacturer's Frame Number</u>	<u>Original Road Number</u>	<u>Current Road Number</u>
50 General Motors	A-2517	CN 5200	GCFX 6030
model SD-40-3	A-2493	CN 5176	GCFX 6031
diesel-electric	A-2432	CN 5173	GCFX 6032
locomotives	A-2379	CN 5120	GCFX 6033
	A-2519	CN 5202	GCFX 6034
	A-2415	CN 5156	GCFX 6035
	A-2374	CN 5115	GCFX 6036
	A-2381	CN 5122	GCFX 6037
	A-2515	CN 5198	GCFX 6038
	A-2494	CN 5177	GCFX 6039
	A-2412	CN 5153	GCFX 6040
	A-2384	CN 5125	GCFX 6041
	A-2506	CN 5189	GCFX 6042
	A-2394	CN 5135	GCFX 6043
	A-2402	CN 5143	GCFX 6044
	A-2529	CN 5212	GCFX 6045
	A-2511	CN 5194	GCFX 6046
	A-2536	CN 5219	GCFX 6047
	A-2523	CN 5206	GCFX 6048
	A-2357	CN 5098	GCFX 6049
	A-2507	CN 5190	GCFX 6050
	A-2512	CN 5195	GCFX 6051
	A-2598	CN 5236	GCFX 6052
	A-2509	CN 5192	GCFX 6053
	A-2528	CN 5211	GCFX 6054
	A-2533	CN 5216	GCFX 6055
	A-2600	CN 5238	GCFX 6056
	A-2510	CN 5193	GCFX 6057
	A-2369	CN 5110	GCFX 6058
	A-2514	CN 5197	GCFX 6059
	A-2420	CN 5167	GCFX 6060
	A-2599	CN 5237	GCFX 6061
	A-2345	CN 5086	GCFX 6062
	A-2521	CN 5204	GCFX 6063
	A-2371	CN 5112	GCFX 6064
	A-2516	CN 5199	GCFX 6065
	A-2386	CN 5127	GCFX 6066
	A-2417	CN 5158	GCFX 6067
	A-2405	CN 5146	GCFX 6068
	A-2429	CN 5170	GCFX 6069
	A-2397	CN 5138	GCFX 6070

SCHEDULE A (Continued)

EQUIPMENT

<u>Quantity and Description</u>	<u>Manufacturer's Frame Number</u>	<u>Original Road Number</u>	<u>Current Road Number</u>
	A-2427	CN 5168	GCFX 6071
	A-2396	CN 5137	GCFX 6072
	A-2498	CN 5181	GCFX 6073
	A-2341	CN 5082	GCFX 6074
	A-2428	CN 5169	GCFX 6075
	A-2407	CN 5148	GCFX 6076
	A-2593	CN 5231	GCFX 6077
	A-2496	CN 5179	GCFX 6078
	A-2408	CN 5149	GCFX 6079